RESOLUTION NO. 11-2004

Adopted February 3, 2004

AUTHORIZING 1) A FIRST AMENDMENT TO THE MEMORANDUM OF UNDERSTANDING AND A FIRST AMENDMENT TO THE GRANT AGREEMENT WITH BINDLESTIFF STUDIO, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, TO INCREASE THE GRANT AMOUNT BY $84,645 FOR A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $225,035 AND TO EXTEND THE AGREEMENT PERIOD FROM JUNE 30, 2004 TO JUNE 30, 2005, FOR ADDITIONAL PREDEVELOPMENT ACTIVITIES ASSOCIATED WITH A NEW COMMUNITY THEATER AT THE PLAZA APARTMENTS, TO BE CONSTRUCTED AT 988-992 HOWARD STREET; AND 2) A FIRST AMENDMENT TO THE FISCAL AGENT CONTRACT WITH TENANTS AND OWNERS DEVELOPMENT CORPORATION, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, TO ACT AS FISCAL AGENT FOR BINDLESTIFF STUDIO; SOUTH OF MARKET EARTHQUAKE RECOVERY REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On June 24, 2003, by Resolution No. 103-2003, the Agency authorized: 1) execution of a Memorandum of Understanding (the “MOU”) and a predevelopment grant agreement (the “Grant Agreement”) with Bindlestiff Studio, (“Bindlestiff” or “Grantee”) and; 2) a Fiscal Agent Contract with Tenant and Owners Development Corporation (TODCO), a California nonprofit public benefit corporation, to act as fiscal agent for Bindlestiff in an amount not to exceed $140,390 (the “Grant Amount”). In accordance with these agreements, Bindlestiff is developing an interim management plan, a long-term business plan, design service contracts, a long-term implementation plan, and a long-term fundraising plan, and providing project administration.

2. The Grant Amount enables Bindestiff to develop its organizational capacity and to prepare final construction documents for the tenant improvements for the new theater space at 988-992 Howard Street (the “New Theater Space”), in the South of Market Earthquake Recovery Redevelopment Project Area (the “Project Area”).

3. Bindlestiff is now entering into the second phase of pre-development activities for the New Theater Space and is in need of additional funding to pay for additional predevelopment activities.

4. Bindlestiff asked the Agency to increase the Grant Amount by $84,645 for a total aggregate amount not to exceed $225,035 to enable Bindlestiff to pay for: a) additional services from the business plan and capital fundraising consultants; b) new professional services from a cost estimator, a construction manager, a black box theater specialist, and a theater technology assistant to provide critical technical support for the architectural design team; and c) the continuing services
of a project coordinator for an additional year through the completion of predevelopment activities in June 2005.

5. In June 2003, Bindlestiff entered into a fiscal sponsorship memorandum of understanding with the Tenants and Owners Development Corporation, a California nonprofit public benefit corporation ("TODCO" or "Fiscal Agent"), as its Fiscal Agent and wishes to retain TODCO to continue the fiscal agent services. Bindlestiff asks the Agency to enter into a First Amendment to the Fiscal Agent Contract directly with TODCO to administer the increased Grant Amount for Bindlestiff.

6. The Agency budgeted $300,000 for predevelopment and tenant improvement costs for the New Theater Space in its fiscal year 2003-04 Budget. There are sufficient funds from the current year budget to pay for these additional predevelopment services.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to enter into the following documents, substantially in the form lodged with the Agency General Counsel:

1) a First Amendment to the Memorandum of Understanding with Bindlestiff Studio, a California nonprofit public benefit corporation, acting through its President and Managing Director; and

2) a First Amendment to the Grant Agreement with Bindlestiff Studio, a California nonprofit public benefit corporation, acting through its President and Managing Director, to increase the amount by $84,645, in a total aggregate amount not to exceed $225,035 for predevelopment activities associated with a new community theater to be constructed at the Plaza Apartments, located at 988-992 Howard Street, and to extend the deadline for completion of such activities from June 30, 2004 to June 30, 2005, subject to the Executive Director's authority to further extend certain performance requirements for a maximum period not to exceed six months, in accordance with the Grant Agreement; and

3) a First Amendment to the Fiscal Agent Contract with Tenants and Owners Development Corporation, a California nonprofit public benefit corporation, to act as fiscal agent for Bindlestiff Studio, with regard to the First Amendment to the Grant Agreement authorized by this Resolution.

APPROVED AS TO FORM:

James B. Morales
Agency General Counsel